

Division of Corporations

Page 1 of 2

**Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H18000169999 3)))



H180001699993ABCJ

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : FISHER, TOUSEY, LEAS & BALL  
Account Number : I19990000021  
Phone : (904) 356-2600  
Fax Number : (904) 355-0233

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**MERGER OR SHARE EXCHANGE**

**E-Town Development, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

RECEIVED  
18 JUN -5 PM 1:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2018 JUN -5 PM 4:55

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

C. GOLDEN

JUN - 6 2018

FILED

2018 JUN 5 PM 4:55  
H1800016999SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
*of*  
**E-TOWN MARKETING, INC.,**  
a Florida corporation  
*with and into*  
**E-TOWN DEVELOPMENT, INC.,**  
a Florida corporation  
*with*  
**E-TOWN DEVELOPMENT, INC.,**  
a Florida corporation  
(being the surviving corporation)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

**FIRST:** E-Town Development, Inc., a Florida corporation, with a document number of P17000092523 assigned to such corporation by the Florida Division of Corporations shall be the surviving corporation (the "*Development Corporation*").

**SECOND:** E-Town Marketing, Inc., a Florida corporation, with a document number of P17000092517 assigned to such corporation by the Florida Division of Corporations shall be the merged corporation (the "*Marketing Corporation*").

**THIRD:** The Plan of Merger between Development Corporation and Marketing Corporation is attached hereto as **EXHIBIT A**.

**FOURTH:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**FIFTH:** The Plan of Merger was adopted by the shareholders of Development Corporation on the 1st day of June, 2018.

**SIXTH:** The Plan of Merger was adopted by the shareholders of Marketing Corporation on the 1st day of June, 2018.

*Remainder of Page Intentionally Blank – Signature Page Follows*

H18000169999

H18000169999

IN WITNESS WHEREOF, these Articles of Merger were executed by the undersigned as  
of the 1st day of June, 2018.


DEVELOPMENT CORPORATION:

E-TOWN DEVELOPMENT, INC.,  
a Florida corporation

By:   
Richard T. Ray, as President

MARKETING CORPORATION:

E-TOWN MARKETING, INC.,  
a Florida corporation

By:   
Richard T. Ray, as President

H18000169999

H18000169999

**EXHIBIT A**

**PLAN OF MERGER**  
*of*  
**E-TOWN MARKETING, INC.,**  
**a Florida corporation**  
*with and into*  
**E-TOWN DEVELOPMENT, INC.,**  
**a Florida corporation**  
*with*  
**E-TOWN DEVELOPMENT, INC.,**  
**a Florida corporation**  
**being the surviving corporation**

The following plan of merger is submitted in compliance with Section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**WHEREAS**, the Board of Directors of E-Town Development, Inc., a Florida corporation (the "*Development Corporation*") and E-Town Marketing, Inc., a Florida corporation (the "*Marketing Corporation*") deem it advisable and in the best interest of Development Corporation and Marketing Corporation and their respective shareholders to merge Marketing Corporation with and into Development Corporation, with Development Corporation as the surviving corporation.

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreements contained herein, the parties agree to the following plan of merger:

1. Marketing Corporation and Development Corporation shall be merged with and into a single corporation, with Development Corporation being the surviving corporation from and after the Effective Date of the merger, and thereupon the separate existence of Marketing Corporation shall cease.

2. The Certificate of Incorporation for Development Corporation shall continue to be the Certificate of Incorporation of the surviving corporation until amended as therein provided.

3. The Bylaws of Development Corporation shall continue to be the bylaws of the surviving corporation until changed, altered or amended as therein provided.

4. The following individuals shall serve as the members of the Board of Directors of Development Corporation from and after the Effective Date of the merger until their successors are elected and qualified or their earlier resignation or removal:

Jed V. Davis  
Scott A. Oko  
Roger M. O'Steen

H18000169999

H18000169999

5. The following individuals shall serve as the officers of the Corporation to serve in the position opposite his/her name, to serve as such until their successors are chosen and qualified or their earlier resignation or removal:

Richard T. Ray	President
E. Joseph Muhl, Jr.	Vice President and Treasurer
Jed V. Davis	Vice President
Robert H. Pritchard	Vice President
Scott A. Oko	Vice President
Harry D. Francis	Vice President
Roger M. O'Steen	Vice President
Judy B. Morgan	Secretary

6. From and after the Effective Date, (i) each issued and outstanding share of common stock of Marketing Corporation immediately prior to the Effective Date shall be cancelled and the certificates surrendered; and (ii) each issued and outstanding share of common stock of Development Corporation immediately prior to the Effective Date shall remain outstanding and shall represent one (1) share of the surviving corporation.

7. The merger herein provided for may be amended or abandoned at any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida and upon a majority vote of the Board of Directors of Marketing Corporation and Development Corporation, and approval of the shareholders of Marketing Corporation and Development Corporation to the extent any such amendment adversely affects the shareholders or changes the Article of Incorporation of the surviving corporation.

8. Pursuant to the Florida Business Corporation Act, this Plan of Merger has been approved by resolutions duly adopted by the Board of Directors and the Shareholders of Development Corporation and Marketing Corporation.

9. From and after the Effective Date: (a) Development Corporation shall possess all the rights privileges, powers and franchises of each of Development Corporation and Marketing Corporation; (b) all property of each Development Corporation and Marketing Corporation (real, personal, intangible and mixed) and all debts due to either of Development Corporation or Marketing Corporation on whatever account and all and every other interest of Development Corporation or Marketing Corporation shall be vested in Development Corporation and shall be thereafter the property of Development Corporation; (c) all rights of creditors and all liens upon any property of Development Corporation and/or Marketing Corporation, including but not limited to the rights and liens of any lender to Marketing Corporation shall be preserved unimpaired; (d) all debts liabilities, obligations and duties of each of Development Corporation and Marketing Corporation, including but not limited to the debts, liabilities, obligations and duties of Marketing Corporation to any lender, shall thenceforth attach to Development Corporation and may be enforced against Development Corporation to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by Development

H18000169999

H18000169999

Corporation; and (e) all other effects of the merger specified in the Florida Business Corporation Act shall result therefrom.

If at any time, Development Corporation shall determine or be advised that any further assignments or actions are necessary or desirable to vest in Development Corporation, according to the terms thereof, the title to any property or rights of Marketing Corporation, or to secure the rights of any creditors/lienholders against such property, the proper officers and directors as of the Effective Date hereof of Development Corporation and Marketing Corporation shall and will, as necessary, execute and make all such proper assignments or actions and do all things necessary or proper to vest title in such property or rights in Development Corporation, to secure the rights of any creditors/lienholders against such property, and otherwise carry out the purposes of this Plan of Merger

10. The effective date of the merger shall be the date the Articles of Merger are filed with the Florida Department of State (the "*Effective Date*").

***Reminder of Page Intentionally Blank – Signature Page to Follow***

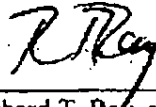
H18000169999

H18000169999

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the  
1st day of June, 2018.

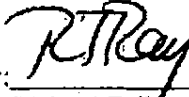
DEVELOPMENT CORPORATION:

E-TOWN DEVELOPMENT, INC.,  
a Florida corporation

By:   
Richard T. Ray, as President

MARKETING CORPORATION:

E-TOWN MARKETING, INC.,  
a Florida corporation

By:   
Richard T. Ray, as President

H18000169999